Google Inc. Form 4 June 03, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Rosenberg Jonathan J

> (First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 06/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title \_ \_\_ Other (specify below)

VP Prod. Mgmt.

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### **MOUNTAIN VIEW, CA 94043**

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquon(A) or Disposed of (Instr. 3, 4 and 5)  (A) or		ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/02/2008		Code V	Amount	(D)	Price	3,581	D	
Class A Common Stock	06/02/2008		G V	191	D	\$ 0	3,390	D	
Class A Common Stock	06/02/2008		G V	191	A	\$ 0	26,941	I	By Trust
Class A Common	06/02/2008		S	41	D	\$ 573.32	26,900	I	By Trust

Stock								
Class A Common Stock	06/02/2008	S	30	D	\$ 573.99	26,870	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 575	26,850	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 577.17	26,830	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 577.36	26,810	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 577.8	26,790	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 582.5	26,770	I	By Trust
Class A Common Stock	06/02/2008	S	20	D	\$ 582.62	26,750	I	By Trust
Class A Common Stock						270	I	By Trust 3
Class A Common Stock						270	I	By Trust 2
Google Stock Unit						13,750	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Iı
	Derivative				Acquired			

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	Security				(A) or Dispos (D) (Instr. and 5)	sed of 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	06/02/2008	M		191		(2)	(3)	Class A Common Stock	191
Option To Purchase Class B Common Stock	\$ 5	06/02/2008	М			191	<u>(4)</u>	07/18/2013	Class B Common Stock	191
Class B Common Stock	\$ 0	06/02/2008	С			191	(2)	(3)	Class A Common Stock	191
Option To Purchase Class A Common Stock	\$ 448.23						<u>(5)</u>	03/01/2017	Class A Common Stock	40,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Rosenberg Jonathan J								

C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

VP Prod. Mgmt.

## **Signatures**

/s/ Rumit Kanakia, attorney-in-fact for Jonathan J.
Rosenberg 06/03/2008

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the

Reporting Owners 3

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- applicable vesting dates.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.
  - Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5
- (4) percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.
- (5) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

#### **Remarks:**

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction wi Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.